

# **Exhibit D**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

WAYNE BALIGA, derivatively on behalf of  
LINK MOTION INC. (F/K/A NQ MOBILE INC.)

1:18-cv-11642

Plaintiff,

-against-

LINK MOTION INC. (F/K/A NQ MOBILE INC.),  
VINCENT WENYONG SHI,  
JIA LIAN,  
XIAO YU,

Defendants,

-and-

LINK MOTION INC. (F/K/A NQ MOBILE INC.),

Nominal Defendant.

**ORDER**

On December 13, 2018, Plaintiff commenced this action by filing a complaint against Link Motion, Inc. (“LKM” or the “Company”) and individual defendants for, *inter alia*, breach of fiduciary duty, unjust enrichment, and securities fraud. ECF No. 1.

On February 1, 2019, the Court issued an order granting Plaintiff’s request for the appointment of a temporary receiver over the Company. ECF No. 26 (as to the Court-appointed receiver, the “Receiver”). Moreover, in its ruling, the Court ordered a temporary restraining order to enjoin Defendants from transferring, liquidating, dissipating, assigning, and/or granting a lien or security interest or other interest in any assets belonging to the Company. ECF No. 26.

On June 18, 2019, the Court approved the Convertible Promissory Note Agreement between Mr. Lilin Guo (“Mr. Guo”) and the Receiver in order to assist with funding of the Court Appointed Temporary Receivership’s mandate inside the PRC. On January 16,

2020, the Court approved the amended Convertible Promissory Note Agreement between Mr. Guo and the Receiver. ECF Nos. 119, 120.

On June 1, 2020, the Receiver submitted a letter application (the “Application”) and requested that the Court approve Mr. Guo’s request to exercise his option to convert the Note to Class B Common Equity in accordance with the terms of the Note and to further approve the Receiver to take the necessary steps to register the converted shares with the Company’s Cayman Island Registry.

In light of the above, and upon review of all the papers submitted by the Receiver in this action and in support of the Application, and with good cause appearing, it is hereby

**ORDERED AS FOLLOWS:**

The Receiver is authorized to exercise the rights, powers, and privileges of the directors of Link Motion, Inc. in order to take all necessary corporate actions on behalf of the Company to issue and allot the Class B Common Equity shares in accordance with the terms of the Secured Convertible Promissory Note and to enter, or cause to be entered, the issuance and allotment of the shares on the Company’s Register of Members.


The Receiver’s Application to convert the Secured Convertible Promissory Note to Class B Common Equity under the name of Mr. Lilin Guo is **GRANTED**.

The Receiver is authorized and directed to file with the Grand Court of the Cayman Islands an application to convert the Secured Convertible Promissory Note to Class B Common Equity under the name of Mr. Lilin Guo no later than June 30, 2020, and this Court requests the aid and assistance of the Grand Court of the Cayman Islands in giving effect to the terms of this Order.

**IT IS SO ORDERED.**

Enter:

Dated: June 5, 2020

  
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Victor Marrero  
U.S.D.J.